Law Offices

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE!
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.!

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973 RECORDATION II

OF COUNSEL JESS LARSON JOHN L. INGOLDSBY URBAN A. LESTER

CABLE ADDRESS

TELEPHONE

REA CODE 202

NOV 3 0 1987 -11 55 AM 393-2266

INTERSTATE COMMERCE COMMISSION 367 A AND A

* NOT A MEMBER OF D.C. BAR ALSO ADMITTED IN NEW YORK

ALSO ADMITTED IN OHIO

ALSO ADMITTED IN MARYLAND

DECORPORATION MA

NOV 3 0 1987 - 11 35 AM

November **30**, 1987

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee

Secretary

Interstate Commerce Commission

Washington, D.C.

Dear Ms. McGee:

NOV 3 0 1987

7-334A030

ICC Washington, D.C.

£RY

Enclosed for recordation pursuant to the provisions.C. Section 11303(a) are two fully are 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 6, dated as of November 18, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 6, dated as of November 18, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

Assignor:

ACF Industries, Incorported

3301 Rider Trail South Earth City, Missouri 63045

Mortgagee/

Assignee:

Fleet National Bank, Individually

and as Agent

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EXHIBIT A

Page 1 of 2

SCHEDULE I

CAR NUMBER	QUANTITY	COST	AAR DESIG.
39747 - 39749 39752 - 39755 39770 39775	3 4 1	\$ 2,278,431	C214
39778 - 39822	45		
40851 - 41036	. 186	8,378,531	. #
41037 - 41049. 41051 - 41054	13 4	762,530	n
64501 - 64535	35	1,869,298	75
64607 - 64700 65021 65036 65053	94 1 1	4,949,096	
41076 - 41077	2	127,173	C614
51426	1	68,585	
51373	1	63,821	я
51392	1	72,259	
51393	1	62,217	<i>"</i>
51394 - 51404 51406 51408 - 51414 51416 - 51419	11 1 7 4	1,439,485	N come
51427 - 51428	2	138,926	8
51429 - 51432	4	260,360	
51436 - 51455	20	1,367,280	я
51462 - 51467	6	400,716	н
51468 - 51477	10	657,130	ti
51485 - 51488	4	258,484	n .

CAR NUMBER	QUANTITY	COST	AAR DESIG.
51489 - 51492	4	263,904	
41066 - 41075	10	476,374	C714
71812 - 71826	15	693,286	т055
71591 - 71599	9	628,550	т073
71758 - 71778	21	730,571	т103
71571 - 71590	20	708,968	T104
71600 - 71649	50	3,130,024	n
71683 - 71687	5	195,041	. #
71782 - 71806	25	932,716	
71670 - 71682	13	723,827	т105
71779 - 71781	3	114,555	
71717 - 71721	5 .	223,385	T106
71722 - 71757	36	1,350,414	T107
71541 - 71560	20	913,626	T108
77298 - 77299 77301 - 77306 77308 - 77312 77314	2 6 5 1	661,822	T544
77292 - 77297	6	408,406	Т906
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AND SECURITY AGREEMENT RECORDATION NO. 1885

SUPPLEMENT NO. 6

NOV 3 0 1987 - 11 55 AM

TO SCHEDULE B

ANNEXED TO BRIDGE LOAN, CHATTENTERSTATE COMMERCE COMMISSION

AND SECURITY AGREEMENT

DATED DECEMBER 13, 1985

BETWEEN

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described

is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule II annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed as of this $\frac{/\ell}{}$ day of November, 1987.

ACF INDUSTRIES, INCORPORATED

Ву

Name: Bobe

Bebert J. Mitchell

Title: Treasurer

FLEET NATIONAL BANK, in its individual

capacity and as Agent

Βv

Name:

Titl

Name

Title:

STATE OF JULY REC ss.: COUNTY OF NEW YORK ON THIS DAY OF November, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 605 Third Avenue New York, NY that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order. REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 19 9 STATE OF NEW YORK ss.: COUNTY OF NEW YORK day of November, 1987, before me On this Barbara L. Edmond, to me known, who being to personally came me duly sworn, did depose and say that she resides at 3 Mahan Road, Old Bethpage, NT that she is a Assistant V.P. of FLEET NATIONAL of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by orden of the board of directors of said bank REGINA L. EDELMAN NOTARY PUBLIC, State of New York No. 41-4505178 Qualified in Queens County STATE OF NEW YORK Commission Expires February 28, 1990 ss.: COUNTY OF NEW YORK day of November, 1987, before me On this personally came Patrick F. McAuliffe, to me known, who being to me duly sworn, did depose and say that he resides at 22 Stagliton Rd. Rowaytm, ct 06853, that , that he is a of FLEET NATIONAL BANK, the bank described Vice Mesident in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 19 90

EXHIBIT A

Page 1 of 2

SCHEDULE II

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71722 - 71757	36	1,350,414	T107
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